

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Aspen Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04530L 104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---



This Amendment No. 2 relates to the common stock of Aspen Group, Inc. It amends the Schedule 13G filed June September 8, 2014 and, the Schedule 13G/A No. 1 filed September 15, 2014. Unless otherwise stated herein, the original Schedule 13G, as previously amended, remains in full force and effect. Terms used therein and not defined herein shall have the meanings ascribed thereto in the original Schedule 13G.

Item 4. Item 4 is hereby amended and restated in its entirety as follows:

(a) (b) Amount beneficially owned and Percent of Class:

Mr. Cooperman owns 8,000,000 Shares, which constitutes approximately 7.11 % of the total number of Shares outstanding.

[Redacted]

[Redacted]

[Redacted]

[Redacted]